

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE CELADON GROUP, INC. SECURITIES
LITIGATION

Case No. 17-cv-02828-JFK

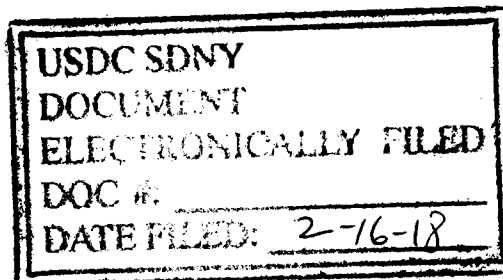
**SECOND JOINT STIPULATION AND [PROPOSED] ORDER REGARDING FILING
OF AMENDED COMPLAINT AND DEFENDANTS' RESPONSE THERETO**

Lead Plaintiffs Greater Pennsylvania Carpenters' Pension Fund and Arkansas Teacher Retirement System (together "Lead Plaintiffs") and Defendants Celadon Group, Inc. ("Celadon"), Bobby L. Peavler and Paul A. Will (together "Defendants" and with Lead Plaintiffs, the "Parties") hereby stipulate and agree as follows:

WHEREAS, the Court initially entered a briefing schedule on August 30, 2017 setting the deadline for Lead Plaintiffs to file their Amended Class Action Complaint for October 26, 2017.

WHEREAS, on October 2, 2017, Celadon issued a press release announcing that it "does not expect to issue audited financial statements or report financial results in compliance with generally accepted accounting principles for fiscal 2016, or any subsequent period, before December 31, 2017."

WHEREAS, counsel for the Parties then met and conferred and agreed that in the interests of judicial economy, conservation of time and resources, and orderly management of this action, an order should be entered adjourning the filing of an Amended Class Action



Complaint by Lead Plaintiffs and Defendants' response thereto until such time as Celadon issues audited financial statements.

WHEREAS, on October 18, 2017, the Parties jointly filed – and the Court entered – a stipulation and order, pursuant to which the filing of Lead Plaintiffs' Amended Class Action Complaint and Defendants' response thereto was adjourned until after Celadon issued its audited financial results (ECF No. 43, the "First Adjournment Stipulation and Order").

WHEREAS, the First Adjournment Stipulation and Order provides that should Celadon not issue audited financials before February 15, 2018, the Parties shall meet and confer and provide the Court with a status update on whether the parties continue to agree that adjourning the filing of the Amended Class Action Complaint promotes the interests of judicial economy, conservation of time and resources, and orderly management of this action.

WHEREAS, Celadon has not yet issued its audited financial results.

WHEREAS, the Parties have met and conferred and continue to agree that adjournment of the filing of the Amended Class Action Complaint promotes the interests of judicial economy, conservation of time and resources, and orderly management of this action;

WHEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel for the undersigned parties, and subject to the Court's approval, as follows:

Event	[Proposed] Date
Amended Class Action Complaint	45 days after issuance of audited financials by Celadon
Defendants will answer, move, or otherwise respond to the Complaint	45 days after filing of Amended Class Action Complaint
Lead Plaintiffs will oppose Defendants' Motion to Dismiss	45 days after Defendants' answer, motion to dismiss, or other response
Defendants will file their reply in support of their Motion to Dismiss	30 days after Lead Plaintiffs' opposition to Defendants' Motion to Dismiss

The Parties further agree that, should Celadon not issue audited financials before June 29, 2018, the Parties shall meet and confer and provide the Court with a status update on whether the parties continue to agree that adjourning the filing of the Amended Class Action Complaint promotes the interests of judicial economy, conservation of time and resources, and orderly management of this action.

This Stipulation may be signed in any number of counterparts. Each counterpart will be considered an original. Together, all counterparts form one single document.

Dated: February 15, 2018

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Respectfully submitted,

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PURSUANT TO STIPULATION, IT IS SO ORDERED.

Dated: February 16, 2018



HON. JOHN F. KEENAN
United States District Court Judge